



Scottish Golf

Regulations of Scottish Golf Limited

revised 7 September 2018

(Company Number SC308709)

These Regulations should be read in conjunction with the Articles of Association of SGL (“the Articles”). Capitalised terms used in these Regulations and not otherwise defined shall have the meanings ascribed to them in the Articles.

1. Membership and Affiliation

- 1.1. Membership shall be open to the Clubs, the Areas and the Counties.
- 1.2. Affiliation by organisations (hereinafter referred to as “Affiliates”) shall be open to:
 - 1.2.1. Golf Clubs in Scotland that:
 - i are affiliated to an Area; or
 - ii are clubs comprising a solely female membership, and which administer handicaps and run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System and which meet the definition of a “Member” or an “Affiliated Club” in the Articles (hereinafter referred to as “Affiliates”);
 - 1.2.2. Junior golf clubs in Scotland, whose members are all under 18 years of age on 1 January, which administer handicaps and run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System and which meet the definition of “Affiliated Club” in the Articles (hereinafter referred to as “Junior Clubs”);
 - 1.2.3. Golfing associations in Scotland, the memberships of which comprise Participating Individuals (as defined in the Articles) of Clubs, Affiliated Clubs and Junior Clubs. Such associations do not administer handicaps but run qualifying competitions as defined in the CONGU® Unified Handicapping System for their members. They meet the definition of “Affiliated Body” in the Articles (hereinafter referred to as “Associations”);
 - 1.2.4. Golfing associations in Scotland, the membership of which is not conditional upon each member being a Participating Individual of a Club, Affiliated Club or Junior Club. Such associations neither administer handicaps nor run for their members qualifying competitions as defined in the CONGU® Unified Handicapping System but meet the definition of “Affiliated Body” in the Articles (hereinafter referred to as “Societies”); and
 - 1.2.5. Other golfing organisations, including commercial entities, which meet the definition of “Affiliated Body” in the Articles (hereinafter referred to as “Affiliated Bodies”).
- 1.3. Procedure for Admission
 - 1.3.1. Organisations which are not Members or Affiliates of SGL but intend to meet the criteria set out in Regulations 1.1, 1.2.1, 1.2.2, 1.2.3, 1.2.4 or 1.2.5 (hereinafter referred to as “Candidates”) may apply for Membership of or Affiliation to SGL in writing to the Company Secretary for consideration for admittance.
- 1.4. Procedure after Admission
 - 1.4.1. Immediately a Candidate is admitted it must:
 - i be given notice of its admission;
 - ii be furnished with a copy of the Articles and these Regulations; and
 - iii be requested to remit to SGL:
 - (a) its entrance fee; and
 - (b) its subscription fee.

- 1.4.2. On payment of the subscription fee and entrance fee, an admitted Candidate becomes a Member or Affiliate of SGL and is entitled to all the privileges of its membership category.
- 1.5. Cessation of Membership or Affiliation
 - 1.5.1. Any Member or Affiliate may withdraw from Membership or Affiliation of SGL by giving not less than one month's written notice to SGL.
 - 1.5.2. Membership or Affiliation shall not be transferable nor shall any of the Annual Subscriptions be repaid to the Member or Affiliate upon resignation.
 - 1.5.3. A Member or Affiliate will not be required to give any reasons to the Board for its withdrawal from Membership or Affiliation.
 - 1.5.4. Any Affiliate will cease to qualify as such if it fails to pay the Subscription referable to it within one month of being required to do so pursuant to Regulation 2.2.6 or (if applicable) fails to be affiliated to, and pay the subscription due to, the Area within which it falls and will have no voice in the affairs of SGL. The Board will have the right to restore the Club in question to Affiliation upon satisfactory arrangements being put in place for payment of the outstanding Subscription.
 - 1.5.5. If the annual subscription is not paid, or arrangements for payment are not agreed with Scottish Golf by 31 March, the Member or Affiliate shall, unless the Board resolve otherwise, cease its membership or affiliation and shall not be entitled to administer the CONGU® UHS. The Participating Individuals shall not be entitled to hold a CONGU® Handicap from such a Member or Affiliate.

2. Finance

2.1. Financial Year

- 2.1.1. The financial year of SGL shall be from 1 October to 30 September.
- 2.1.2. The auditor must be appointed at each AGM.
- 2.1.3. In the event of the resignation of the auditor during the year an alternative auditor must be appointed by the Board.

2.2. Subscriptions

- 2.2.1. The first subscription fee due under Regulation 1.4 shall be payable upon receipt of notice of membership/affiliation and in any event no later than three months after such notice, failing which membership shall be cancelled automatically. A Club or Affiliated Club affiliating after 31 March shall pay the annual subscription on a pro rata basis provided that the amount paid is equal to or greater than any minimum annual subscription pursuant to clause 2.2.4.
- 2.2.2. Subject to Regulation 2.2.4, the annual subscription fee to SGL for Clubs and Affiliated Clubs shall be calculated by multiplying the number of Adult Playing Members of the Club or Affiliated Club as at 30 September of the previous year with the Annual Per Capita Charge. An Adult Playing Member is an individual aged 18 or over at 1 January of the previous year with rights to play over a designated golf course(s) regardless of whether they chose to hold a handicap. There shall be no annual per capita charge payable to SGL by Clubs or Affiliated Clubs in respect of junior members under the age of 18 on 1 January of the previous year.

- 2.2.3. The Annual Per Capita Charge shall be the same for Clubs and for Affiliated Clubs and shall be determined by the Board from time to time and submitted to a General Meeting prior to the intended date of implementation for approval by Members.
- 2.2.4. Notwithstanding the provisions of Regulations 2.2.2 and 2.2.3, any minimum and the maximum annual subscription fee to SGL for Clubs and Affiliated Clubs shall be determined by the Board from time to time.
- 2.2.5. Each Club or Affiliated Club in terms of clause 1.2.1 (i) shall also pay any subscription due to:
- i the Area of which the Club or Affiliated Club is a member;
 - ii in the event that the Counties permit Club membership at any time following the adoption of these Articles, the County within which the Club or Affiliated Club falls; and/or
 - iii in the event that the Areas and the Counties merge or amalgamate into single bodies and such bodies permit Club membership at any time following the adoption of these Articles, the relevant body within whose jurisdiction the Club or Affiliated Club falls.
- 2.2.6. The annual subscription fees payable to SGL for Junior Clubs, Associations, Societies and Affiliated Bodies shall be lump sum payments (not based on per capita charges) and shall be determined for each affiliated category by the Board from time to time.
- 2.2.7. All subscriptions shall be due on 1 January for the current Scottish Golf financial year and shall be deemed overdue on 31 January, at which date membership shall be liable to cancellation without further notification, at the sole discretion of the Board. If the annual subscription has not been paid on time, a late payment fee, determined by the Board from time to time, may be applied. If the annual subscription and late payment fee have not been paid within a reasonable time as determined by the Board, the membership or affiliation of the Member or Affiliate shall cease and any Participating Individuals will not be entitled to hold a CONGU® Handicap from that Member or Affiliate. A new application must be made if a Member or Affiliate subsequently wishes to rejoin.
- 2.2.8. Payment of subscriptions shall be the responsibility of each Member or Affiliate, not of the Participating Individuals thereof.
- 2.3. Other Fees due to SGL
- 2.3.1. Entrance Fees: Any entrance fee payable by Candidates elected under Regulation 1.3 shall be determined by the Board from time to time.
- 2.3.2. Ancillary: The Board shall determine any other fees which may be required for the purposes of SGL.

3. General Meetings

3.1. Standing Orders

- 3.1.1. Time limit for speeches: The speech of a proposer of a resolution shall not occupy more than ten minutes and that of each subsequent speaker for or against the resolution shall not occupy more than five minutes except with the consent of the meeting.
- 3.1.2. Conduct of debate: No person may speak more than once on any resolution. The proposer of a resolution may, however, speak for five minutes in reply.

- 3.1.3. That the question be now put: It shall be competent for any person to move without debate at the close of the speech of any person that the question be now put, and the motion, if seconded, shall, unless the Chairman rules otherwise, be put forthwith and decided by vote.
- 3.1.4. Counting of votes: At the beginning of the General Meeting, the Chairman shall call for tellers from the floor to count the votes in the event that a resolution is voted upon. The result of any vote will be announced by the Chairman. The tellers will not be Directors or officials of SGL but can be Participating Individuals of Members.
- 3.1.5. Suspension of these Standing Orders: These Standing Orders may be suspended without previous notice if a motion to that effect be carried by the affirmative vote of not less than two thirds of those present and entitled to vote.
- 3.1.6. Decision of the Chairman: The Chairman's decision on any point shall be final, and any person failing to accept the ruling of the Chairman may be suspended from the meeting by simple majority of those present and entitled to vote.

3.2. Resolutions

3.2.1. Resolutions for AGM

The Board, or any two Members acting together, shall be entitled to submit resolutions to be included in the agenda of the AGM, provided that notice of any such resolution must be proposed not later than 30 days prior to the date of the relevant AGM by the Board or by a Member (with written support from at least one other Member) desiring such resolution to be included in the agenda for the AGM. SGL will intimate the date for the AGM at least 45 days in advance.

3.2.2. Consideration of resolutions submitted

If, on receipt of a resolution submitted in accordance with Regulation 3.2.1, the Board is of the opinion (acting reasonably) that the resolution proposed will require amendment to the Articles or these Regulations and does not take account of all additions and alterations which would require to be made to the Articles and the Regulations in consequence of the approval of the resolution, the member of the Board or the Members lodging such resolution shall be required to work in conjunction with the Company Secretary to notify the Board in writing of all such consequential additions and alterations within 10 days of being notified of the requirement so to do by the Company Secretary. If the Board is not satisfied (acting reasonably) that all such consequential additions and alterations have been notified to it within the time period specified, then the Board will not be required to take any further action in respect of the resolution, which will be deemed to have fallen.

3.2.3. Amendments to resolutions

Any proposed amendment to a resolution duly proposed in accordance with Regulation 3.2.1 shall be notified in writing to the Company Secretary not later than fourteen days before the meeting by the Board or any Member (with written support from at least one other Member) subject to the terms of the Companies Act 2006.

3.2.4. Consultation with the membership

If proposed resolutions affect the constitution of SGL, or are of such significance that the Board so recommends, Clubs shall consult with their own membership prior to exercising

their votes. This consultation shall involve all playing members of the Club irrespective of gender or membership category with every member having an equal vote on the issue(s).

4. Standing Orders for Board Meetings

4.1. Number of Meetings

There shall be a minimum number of four Board meetings each year.

4.2. Last Meeting

At the last meeting before the AGM the following business shall be included on the agenda:

4.2.1. To consider and approve nominations for the President, Senior Vice President, and Junior Vice President for the following year for election at the AGM.

4.2.2. To consider and approve nominations for vacancies on the Board, including the Chairman.

4.2.3. To consider any other resolutions for the AGM.

4.3. All Meetings of the Board

4.3.1. All meetings shall be called by the Company Secretary at the discretion of the Chairman.

4.3.2. Each Director may submit items for consideration for inclusion on the agenda

4.3.3. The agenda for each meeting shall be sent out by the Company Secretary at least 7 days before the date of such meeting.

4.3.4. A special meeting of the Board may be called at the request of the Chairman or not less than three Directors. The Company Secretary shall then call a meeting giving notice to all Directors.

4.3.5. At every meeting the Minutes of the last meeting will be considered. A copy of the Minutes of each meeting shall be circulated to all Directors not later than four weeks after the date of such meeting.

4.3.6. In the absence of the Chairman, a Director nominated by the meeting shall take the chair.

4.4. Standing Orders for All Committee and Panel Meetings

4.4.1. The procedure for all Committees of the Board shall as far as is practicable be in accordance with these Standing Orders.

4.4.2. Each Committee or Panel shall confine itself to its own appropriate business and such other business as may be referred to it by the Board and shall submit a report of its proceedings for consideration at the next meeting of the Board.

4.4.3. Unless otherwise specified under Regulation 7, each Committee or Panel shall meet regularly, usually during the intervals between successive Board meetings, as determined by the Board/relevant Chairman.

5. Procedure for the Election of Directors and Chairman

5.1. Intimation of Vacancy

All forthcoming vacancies for Directors and for the Chairman shall be intimated to all Members and Affiliated Clubs and shall be posted on the website. This will be done as soon as is practicable and in any event no later than three months preceding the AGM. The notice shall specify the requirements of the post, the form that applications should take and timescale for application.

5.2. Nominations

Nominations for the Board may be made by the Areas, the Counties, and the Clubs (in each case with the consent of the nominee) for consideration by the Board. Participating Individuals of Clubs and Affiliated Clubs may submit their CV to the Board for consideration for nomination by the Board.

5.3. Recommendation of the Board

The Board shall review the applications and interview candidates in a manner as it sees fit. The Board shall recommend suitable applicants to the AGM for election. The Board has the discretion to put forward more than one candidate for a position to the AGM and for the AGM to vote accordingly.

6. President and Vice Presidents

6.1. Nominations for the role of President, Senior Vice President and Junior Vice President may be made by the Areas, the Counties and the Clubs for consideration by the Nominations Panel. The three positions shall comprise a mix of genders at any one time. The Panel shall make annual recommendations to the Board for the nominations for election to these posts at the AGM.

6.2. The President's and Vice Presidents' roles will be ambassadorial representing SGL at such international and national events as determined by the Board from time to time.

6.3. The President and Vice Presidents shall not be Board Members but shall be entitled to receive all Board Papers and Minutes and to attend Board meetings.

7. Composition and Duties of Committees and Panels of SGL

7.1. The Chairman of the Board shall be an ex officio member of all Committees.

7.2. In the event of the Committee or Panel Chairman being unavailable for a meeting the members present on the day shall elect a Chairman for that meeting. The Executive responsible for service delivery for each Committee shall attend the meetings and shall be responsible for the secretariat function and additional staff shall attend as required by the relevant Chairman. Staff members may serve as Committee or Panel members where appropriate. Unless specifically stated the quorum for each Committee will be four members.

7.3. The Board will appoint Committees in the following areas: Nominations Panel; Finance and Management; and Remuneration.

7.4. All forthcoming vacancies for Committees shall be intimated to all Members and Affiliated Clubs in a timely manner. Nominations for the Committees may be made by the Areas, the Counties and the Clubs (in each case with the consent of the nominee) for consideration by the Board. Participating Individuals of Clubs and Affiliated Clubs may submit their CV to the Board for consideration by the Board.

7.5. Each Committee Chair shall review the applications and interview candidates in a manner as it sees fit. The Committee Chair shall determine the successful applicant(s). In selecting the Committee members, we will take into consideration the mix of skills necessary for each Committee to function effectively.

7.6. A member of a Committee will serve a term of office of three years and may serve a maximum of two terms. The exception to this is where representation of another body is sought on a Committee. The Board will determine a rotation of Committee members to achieve continuity of each Committee.

7.7. Finance and Management Committee

7.7.1. Remit:

- To support the work of the Executive in the delivery of action plans in pursuit of our strategic goals.

7.7.2. Terms of reference:

- To monitor the production and delivery of the rolling four year Strategy and annual business plans
- To monitor the production and delivery of annual action plans aligned to the element of the Strategy outlined above.
- To consider concept proposals from the Executive team on matters relating to the Action Plan and/or Strategy and make recommendations to the Board as required.
- To support the Executive team in exploring and/or evaluating new initiatives and/or opportunities in pursuit of the strategic goals.
- To monitor and review the annual budget and management accounts.
- To monitor and review the financial and management procedures in place to support Scottish Golf operations, including HR.
- To review the systems of risk management and internal control
- To provide an oversight of the work of the external auditors. This committee shall meet with the external auditors at least once per annum
- To review financial reporting practices, accounting policies and financial statements
- To review the performance of the internal audit function and independent auditor
- To recommend the appointment of external auditors to the Board
- To provide an overview report to the membership on an annual basis

7.7.3. Chair: Non Executive Director of Finance

7.7.4. Secretariat: Finance & IT Manager

7.7.5. Members: Chair, Non Executive Director, CEO, COO, 2 x Scottish Golf representative.

7.7.6. Qualifications and characteristics of Committee members:

In addition to the executive representatives the Scottish Golf Committee members are expected to have experience and knowledge in financial and business management, ideally with a financial qualification.

7.7.7. Accountable to: Scottish Golf Board.

7.8. Remuneration Committee

7.8.1. Remit:

- To consider and oversee the implementation of a fair and reasonable performance related remuneration system for Scottish Golf.

7.8.2. Terms of reference:

- To consider and agree the process for considering annual remuneration of the Senior Leadership Team
- To consider the recommendations of the CEO for annual remuneration using the agreed process
- To consider the implications of a four yearly independent review of salaries and packages against the market.

7.8.3. Chair: Chair

7.8.4. Secretariat: CEO

7.8.5. Members: Chair, Finance Director and two other Directors chosen by the Chair.

7.9. The Nominations Committee

7.9.1. Composition and Chairman

The Nominations Panel shall consist of the Chairman of SGL who shall chair the meetings and representatives comprising one from the Areas, one from the Counties and one from the Clubs.

7.9.2. Remit

- To meet as frequently as is deemed necessary by the Chairman subject to a minimum of one meeting per annum.
- To consider the nominations received for the appointments of the President, Vice President and Junior Vice President and to make recommendations thereon to the Board.

7.9.3. Quorum

Three members of the nominations committee will form a quorum.

7.10 Additional working groups, stakeholder groups or expert panels as determined from time to time, as being appropriate to ensure feedback, consultation or a touchpoint in terms of specific operational delivery will be convened by the Board or Senior Executive. Such groups might include, but are not limited to, Championships, Performance, Communications, Club Support, Child Protection and Coaching.

8. Policies

8.1. Drug Misuse

8.1.1. SGL is unequivocally opposed to the misuse of drugs in golf and is committed to preventing and detecting the use of banned substances.

8.1.2. SGL is committed to informing and educating its Members and Participating Individuals in support of the policy of drug free sport.

8.1.3. SGL has the authority to control the misuse of drugs by the Participating Individuals of its Members in amateur golf in Scotland, is committed to independent testing and will manage any drug misuse issues through fair, accountable and independent decision making processes.

8.1.4. SGL is involving its athletes in the achievement of the highest quality performances without the misuse of drugs or doping.

8.2. Equity

SGL is committed to affording equality of opportunity and fair treatment to all people involved with the organisation regardless of gender, pregnancy and maternity, gender reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership status, age, sexual orientation, religion or belief, or social background.

8.3. Child and Adult Protection

SGL is committed to promoting the health and welfare of children and vulnerable adults by providing opportunities for them to take part in golf safely as outlined in the Scottish Golf Child and Adult Protection Policy.

8.4. Disciplinary

SGL is required to maintain and operate an appropriate disciplinary policy and procedures to cover all its operations.

9. Scottish Representatives to other Golfing Organisations

9.1. The Board shall appoint Scottish Representatives, and where relevant their Deputies, to the Board, Committee, Sub-Committee or Panel, etc. of any other collective or International Golfing Organisation as requested or required.

9.2. Appointees shall be selected on the basis of their skills, qualifications, experience and any other requirements for such posts taking into account the needs and specifications of the organisations to which they are appointed.

9.3. The terms of office and eligibility for re-appointment shall be determined by the regulations of the external organisation and shall not necessarily coincide with or be terminated by any term of office restriction of SGL.

9.4. When a Scottish Representative is not a current member of the SGL Board, a Committee or Panel the Board may co-opt that person to the relevant Committee or Panel to achieve continuity and facilitate appropriate communication and reporting between SGL and the external organisation.

10. Procedure for Queries

10.1. Participating Individuals of Members and Affiliates shall submit queries on the CONGU® Unified Handicapping System to their Club Handicap Committee.

10.2. Secretaries and Handicap Committees of Members shall submit queries on the CONGU® Unified Handicapping System and/or the Rules of Golf to SGL's Office during office hours (9.00 am to 5.00 pm, Monday to Friday).

10.3. Participating Individuals of Members may submit queries in writing to SGL only if their statements are signed as read by the relevant local Committee. If there is any difference of opinion, the Committee or opposing party should submit their own statements in writing.

10.4. All queries should be submitted through the proper channels as detailed in Regulations 10.1 to 10.3.

11. National Teams

11.1. Players eligible to be chosen for a National Team shall conform to the qualifications required to compete in the Scottish Amateur Championship, the Scottish Womens' (Close) Amateur Championship, the Scottish Boys Championship, the Scottish Girls' (Close) Amateur Championship, or the Scottish Senior Womens' (Close) Amateur Championship.

12. Areas and Counties

SGL will engage with Areas and Counties regularly on matters of common interest.

12.1. There shall be a National Scottish Golf Forum at which a representative from each Area County and Club is entitled to attend. Regional Meetings will be undertaken on a geographic basis with representation from Areas, Counties and Clubs. The frequency of these meetings shall be determined by the Regional Forum Groups in consultation with the Board and/or Executive but there shall be a minimum of two meetings a year at least one of which shall be on a national basis.

12.2. The meetings of the Scottish Golf Forum shall be chaired by a Board member, the President or one of the Vice Presidents.

12.3. The remit of the Scottish Golf Forum is to consider and debate strategic issues within Scottish Amateur Golf and may make recommendations to the Board thereon. It will focus on club support and act as a medium through which ideas and practices can be shared and discussed. A core Agenda will be activated at each Regional Meeting, with further topics for inclusion being initiated by the Areas, the Counties, the Clubs, the Board, the staff and the Forum itself in consultation with the Forum Chairman.

12.4. Members of the Board, staff or external invitees shall attend as appropriate for the topics under discussion.

12.5. The Board shall ensure that the Forum is provided with appropriate secretariat facilities.

13. Disputes or Queries

The Board is the sole authority for interpretation of these Regulations as amended from time to time. The decision of the Board shall be final and binding in respect of any question of interpretation, dispute or query which arises over these Regulations.

14. Interpretation

14.1. The headings in these Regulations are for ease of reference only and are not to be taken into account in their interpretation.

14.2. In these Regulations words denoting the singular shall include the plural and vice versa.

14.3. In these Regulations words denoting the feminine gender shall include the masculine gender and vice versa.